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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
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**AMENDED<sup>1</sup> PROPOSED AGENDA FOR MATTERS SCHEDULED  
TO BE HEARD ON JULY 30, 2013 AT 10:00 A.M. (EST)**

Location of Hearing: United States Bankruptcy Court for the Southern District of New York,  
Alexander Hamilton U.S. Custom House, Courtroom 501, One Bowling Green, New York, NY  
10004-1408

**I. CONTESTED MATTERS**

1. Motion of the Ad Hoc Group of Junior Secured Noteholders for Entry of an Order (I) Directing Each of Debtors' Counsel, Including Morrison & Foerster LLP, Official Committee Counsel, Including Kramer Levin Naftalis & Frankel LLP, and the Debtors' Management to Remain Strictly Neutral in Any Dispute Regarding Claims By and Between Any Debtors, (II) Ordering the Limited Disqualification of Each of the Foregoing to the Extent Necessary to Effectuate the Foregoing, and (III) Granting Related Relief [Docket No. 4289]

**Related Documents:**

- a. Declaration of Dwight A. Healy in Support of Motion of the Ad Hoc Group of Junior Secured Noteholders for Entry of an Order (I) Directing

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<sup>1</sup> Amended items appear in **bold**.

Each of Debtors' Counsel, Including Morrison & Foerster LLP, Official Committee Counsel, Including Kramer Levin Naftalis & Frankel LLP, and the Debtors' Management to Remain Strictly Neutral in Any Dispute Regarding Claims By and Between Any Debtors, (II) Ordering the Limited Disqualification of Each of the Foregoing to the Extent Necessary to Effectuate the Foregoing, and (III) Granting Related Relief [Docket No. 4290]

- b. [Proposed] Order (I) Directing Each of Debtors' Counsel, Including Morrison & Foerster LLP, Official Committee Counsel, Including Kramer Levin Naftalis & Frankel LLP, and the Debtors' Management to Remain Strictly Neutral in Any Dispute Regarding Claims By and Between Any Debtors, (II) Ordering the Limited Disqualification of Each of the Foregoing to the Extent Necessary to Effectuate the Foregoing, and (III) Granting Related Relief [Docket No. 4291]
- c. Notice of Scheduling for Motion of the Ad Hoc Group of Junior Secured Noteholders for Entry of an Order (I) Directing Each of Debtors' Counsel, Including Morrison & Foerster LLP, Official Committee Counsel, Including Kramer Levin Naftalis & Frankel LLP, and the Debtors' Management to Remain Strictly Neutral in Any Dispute Regarding Claims By and Between Any Debtors, (II) Ordering the Limited Disqualification of Each of the Foregoing to the Extent Necessary to Effectuate the Foregoing, and (III) Granting Related Relief [Docket No. 4319]

**Responses:**

- a. Debtors' Objection to the Motion of the Ad Hoc Group of Junior Secured Noteholders for Entry of an Order (I) Directing Each of Debtors' Counsel, Including Morrison & Foerster LLP, Official Committee Counsel, Including Kramer Levin Naftalis & Frankel LLP, and the Debtors' Management to Remain Strictly Neutral in Any Dispute Regarding Claims By and Between Any Debtors, (II) Ordering the Limited Disqualification of Each of the Foregoing to the Extent Necessary to Effectuate the Foregoing, and (III) Granting Related Relief [Docket No. 4368]
- b. Ally Financial Inc.'s Objection to The Ad Hoc Group Of Junior Secured Noteholders' Motion For Entry Of An Order (I) Directing Each Of Debtors' Counsel, Including Morrison & Foerster LLP, Official Committee Counsel, Including Kramer Levin Naftalis & Frankel LLP, And The Debtors' Management To Remain Strictly Neutral In Any Dispute Regarding Claims By And Between Any Debtors, (II) Ordering The Limited Disqualification Of Each Of The Foregoing To The Extent Necessary To Effectuate The Foregoing, And (III) Granting Related Relief [Docket No. 4369]

- c. Joinder Of Certain Consenting Creditors In Support Of The Response Of The Official Committee Of Unsecured Creditors To The Ad Hoc Group Of Junior Secured Noteholders' Disqualification Motion [Docket No. 4371]
- d. Official Committee Of Unsecured Creditors' Objection To Ad Hoc Group Of Junior Secured Noteholders' Disqualification Motion [Docket No. 4372]

**Replies:**

- a. **Omnibus Reply of the Ad Hoc Group of Junior Secured Noteholders to Objections Filed in Response to the Motion of the Ad Hoc Group of Junior Secured Noteholders for Entry of an Order (i) Directing Each of Debtors' Counsel, Including Morrison & Foerster LLP, Official Committee Counsel, Including Kramer Levin Naftalis & Frankel LLP, and the Debtors' Management to Remain Strictly Neutral in Any Dispute Regarding Claims by and Between Any Debtors, (ii) Ordering the Limited Disqualification of Each of the Foregoing to the Extent Necessary to Effectuate the Foregoing, and (iii) Granting Related Relief [Docket No. 4389]**

**Status:** The hearing on this matter will be going forward.

Dated: July 29, 2013  
New York, New York

/s/ Gary S. Lee  
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